

NOTICE AND REASONS FOR PROTECTIVE ORDER

(Pursuant to Section 25-61-9 of the Mississippi Code of 1972 and applicable law)

TO: Virgin Pulse, Inc.

c/o Alison Horne (Alison.horne@virginpulse.com)
75 Fountain Street, Suite 310
Providence, RI 02902

Mississippi Department of Finance and Administration

c/o Catoria Martin (Catoria.Martin@dfa.ms.gov)
c/o Marcy Scoggins (Marcy.Scoggins@dfa.ms.gov)
Woolfolk Building
501 North West Street, Suite 101
Jackson, Mississippi 39201

FROM: ActiveHealth Management, Inc.

233 Spring Street
New York, New York 10013

Ladies and Gentlemen:

On March 10, 2021, Virgin Pulse, Inc. (“Requestor”) issued a public records request (“PRR”) to Mississippi Department of Finance and Administration (“DFA”) seeking the following information (“Information”) concerning, among others, ActiveHealth Management, Inc. (“AHM”):

“Any and all vendor submissions, full, blinded and redacted, including BAFO offers, State of MS DFA scoring summaries or any other materials allowed by law under FOIA, for the following: RFX-3180001262/3120002122-Health and Wellness Management Services”

Please take notice that pursuant to Section 25-61-9(7) of the Mississippi Code of 1972, AHM hereby gives notice to Requestor of AHM’s intent to seek a protective order from the Chancery Court of Hinds County, Mississippi, First Judicial District, seeking to protect AHM’s confidential and proprietary information and trade secrets contained in the Information subject to the PRR. This notice is provided to Requestor pursuant to the Mississippi Rules of Civil Procedure by service on Requestor’s agent for service of process, CT Corporation, 645 Lakeland East Drive, Suite 101, Flowood, MS 39232. Notice is also being provided by email to Requestor’s representative who made the request, Alison Horne, at Alison.horne@virginpulse.com.

Further and pursuant to Section 25-61-9(7), the reasons AHM intends to seek a protective order include the fact that AHM’s Information contains exempt trade secrets and confidential and commercial and financial information that is not subject to public disclosure, including but not limited to:

- Customer lists and information;
- Prospect lists and information;
- Business plans, methods and internal operations of AHM;
- Revenue impact of certain provisions;
- Performance standards and proprietary methods for measuring them;
- Internal performance guarantees and proprietary methods for measuring them;
- Processes and methods by which performance criteria are measured and proven;
- Methodologies for measuring return on investment for the customer;
- Healthcare management protocols and clinical methods that are unique to AHM and not available to the public and that give AHM its competitive position in the marketplace;
- Subcontractor information;
- Statistics and historical data on AHM's ability to perform to various standards in the provision of services that set AHM apart and if disclosed would impair AHM's competitive advantage which AHM has built over time with significant investment;
- Competitive intelligence developed by AHM;
- Internal statistics and performance data compiled by AHM on its operations and services;
- Processes and methods for updating clinical protocols;
- Processes and methods for updating clinical protocols;
- Processes and methods that illustrate how AHM does what it does in the provision of health management services (inner workings, methods, technologies, software engines and the like);
- Client satisfaction survey results for AHM that it conducts and reviews to address areas of strength or concern and for other reasons that facilitate maintenance of AHM's competitive advantage;
- "CareEngine" and "ActiveAdvice" modules for provision of services that comprise that proprietary applications, systems, methods and design of AHM's clinical services, tracking of participant data, use of that data, performance outcome data, population data, training protocols and other information that is unique to AHM's methods and processes and that are confidential;
- Trigger and tracking mechanisms in AHM's proprietary methods for controlling and using information on participants in the provision of services;
- Health economic models, and related methods and processes, that enable AHM to evaluate savings using proprietary technology and statistical methodologies and are unique to AHM and confidential;
- Information, procedures and protocols that AHM considers its "secret sauce" in performing health management services to its customers in a way that allows AHM to maintain its competitive advantage in the marketplace.

As the foregoing Information and any other related Information is protected, none of it may be disclosed to the Requestor (or otherwise) pursuant to the Mississippi Public Records Act exemptions, including those found in Sections 25-61-1 and 79-23-1(1) of the Mississippi Code of 1972.

Unless Requestor withdraws or modifies its PRR within seven (7) days, AHM will file its petition or complaint for a protective order in the Chancery Court of Hinds County, Mississippi (First Judicial District) and will issue process to both Requestor and DFA. This notice and reasons will be posted on the Mississippi procurement portal (MAGIC) for a minimum of seven (7) days before AHM files its petition or complaint for a protective order in accordance with the requirements of the applicable statutes and rules.

Any questions related to this notice and reasons or the petition for protective order itself shall be directed to the undersigned counsel for AHM.

This the 25th day of March, 2021.

ActiveHealth Management, Inc.

By: s/Roy H. Liddell
Roy H. Liddell (MB #1252)
Its Attorney

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